

Exhibit H

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C General Unsecured Claims — 6 1/2% Notes due 2009, dated April 28, 1999)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the 6 1/2% Notes due 2009, dated April 28, 1999, of Delphi Corporation (the "Notes"), Class C General Unsecured Claims under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

**If Your Return Envelope Is Addressed To Your Nominee, Please Allow Additional Time For Your Vote
To Be Processed By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class C under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 9, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any Notes with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

A

**CLASS C GENERAL UNSECURED CLAIMS
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999,
BENEFICIAL OWNER
CUSIP 247126 AB 1**

You must vote all of the Notes and any other Class C securities you may hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Class C securities that you own, you must vote all your Class C securities in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your Notes or other Class C securities through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes and Class C securities that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount Of Notes. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following amount (insert amount in box below). **(If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.)**

\$

Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.
☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes And Other Class C Securities Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (a) it has not submitted any other Ballots for Notes or other Class C securities held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Notes and other Class C securities for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

Complete This Table Only If You Have Voted Class C Securities Ballots Other Than This Ballot

Name Of Holder ¹	Account Number (If Applicable)	Amount Of Other Class C Securities Voted	Type Of Other Class C Securities Voted ²
1. _____	_____	\$ _____	_____
2. _____	_____	\$ _____	_____
3. _____	_____	\$ _____	_____

¹ Insert your name if the Class C securities are held by you in record name or, if held in street name, insert name of Nominee.

² Insert name or cusip number of other Class C securities.

**CLASS C GENERAL UNSECURED CLAIMS
6 1/2% NOTES DUE 2009,
DATED APRIL 28, 1999
BENEFICIAL OWNER**

Item 4. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the Notes to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the Notes, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the Notes, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS C GENERAL UNSECURED CLAIMS
6 1/2% NOTES DUE 2009,
DATED APRIL 28, 1999
BENEFICIAL OWNER**

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan.

Do not submit Notes with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballots completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the principal amount of your Notes, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with the person or entity and the capacity in which you are signing in the signature block on the Ballot.
- (h) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent, Financial Balloting Group, promptly
at (866) 486-1727.

**CLASS C GENERAL UNSECURED CLAIMS
6 1/2% NOTES DUE 2009,
DATED APRIL 28, 1999
BENEFICIAL OWNER**

Pg 6 of 33
 No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
 Any Representation, Other Than What Is Contained In The Materials Mailed With
 This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

	x	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
 DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C General Unsecured Claims — 7 1/8% Notes due May 1, 2029, dated April 28, 1999)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the 7 1/8% Notes due May 1, 2029, dated April 28, 1999, of Delphi Corporation (the "Notes"), Class C General Unsecured Claims under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
 And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

**If Your Return Envelope Is Addressed To Your Nominee, Please Allow Additional Time For Your Vote
 To Be Processed By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class C under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any Notes with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

B

**CLASS C GENERAL UNSECURED CLAIMS
 7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999
 BENEFICIAL OWNER
 CUSIP 247126 AC 9**

You must vote all of the Notes and any other Class C securities you may hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Class C securities that you own, you must vote all your Class C securities in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your Notes or other Class C securities through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes and Class C securities that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount Of Notes. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following amount (insert amount in box below). (If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.)

\$

Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes And Other Class C Securities Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (a) it has not submitted any other Ballots for Notes or other Class C securities held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Notes and other Class C securities for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

Complete This Table Only If You Have Voted Class C Securities Ballots Other Than This Ballot

Name Of Holder ¹	Account Number (If Applicable)	Amount Of Other Class C Securities Voted	Type Of Other Class C Securities Voted ²
1. _____	_____	\$ _____	_____
2. _____	_____	\$ _____	_____
3. _____	_____	\$ _____	_____

¹ Insert your name if the Class C securities are held by you in record name or, if held in street name, insert name of Nominee.

² Insert name or cusip number of other Class C securities.

**CLASS C GENERAL UNSECURED CLAIMS
7 1/8% NOTES DUE 2029,
DATED APRIL 28, 1999
BENEFICIAL OWNER**

Item 4. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the Notes to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the Notes, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the Notes, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS C GENERAL UNSECURED CLAIMS
7 1/8% NOTES DUE 2029,
DATED APRIL 28, 1999
BENEFICIAL OWNER**

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan.

Do not submit Notes with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballots completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the principal amount of your Notes, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with the person or entity and the capacity in which you are signing in the signature block on the Ballot.
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**CLASS C GENERAL UNSECURED CLAIMS
7 1/8% NOTES DUE 2029,
DATED APRIL 28, 1999
BENEFICIAL OWNER**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x	
In re	:	Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	x	

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C General Unsecured Claims — 6.55% Notes due 2006, dated May 31, 2001)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the 6.55% Notes due 2006, dated May 31, 2001, of Delphi Corporation (the "Notes"), Class C General Unsecured Claims under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

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To Be Processed By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

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Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any Notes with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

C

**CLASS C GENERAL UNSECURED CLAIMS
6.55% NOTES DUE 2006, DATED MAY 31, 2001
BENEFICIAL OWNER
CUSIP 247126 AD 7**

You must vote all of the Notes and any other Class C securities you may hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Class C securities that you own, you must vote all your Class C securities in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your Notes or other Class C securities through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes and Class C securities that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount Of Notes. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following amount (insert amount in box below). **(If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.)**

\$

Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.
☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes And Other Class C Securities Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (a) it has not submitted any other Ballots for Notes or other Class C securities held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Notes and other Class C securities for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

Complete This Table Only If You Have Voted Class C Securities Ballots Other Than This Ballot

Name Of Holder ¹	Account Number (If Applicable)	Amount Of Other Class C Securities Voted	Type Of Other Class C Securities Voted ²
1. _____	_____	\$ _____	_____
2. _____	_____	\$ _____	_____
3. _____	_____	\$ _____	_____

¹ Insert your name if the Class C securities are held by you in record name or, if held in street name, insert name of Nominee.

² Insert name or cusip number of other Class C securities.

**CLASS C GENERAL UNSECURED CLAIMS
6.55% NOTES DUE 2006,
DATED MAY 31, 2001
BENEFICIAL OWNER**

Item 4. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the Notes to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the Notes, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the Notes, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS C GENERAL UNSECURED CLAIMS
6.55% NOTES DUE 2006,
DATED MAY 31, 2001
BENEFICIAL OWNER**

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan.

Do not submit Notes with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballots completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the principal amount of your Notes, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with the person or entity and the capacity in which you are signing in the signature block on the Ballot.
- (h) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent, Financial Balloting Group, promptly
at (866) 486-1727.

**CLASS C GENERAL UNSECURED CLAIMS
6.55% NOTES DUE 2006,
DATED MAY 31, 2001
BENEFICIAL OWNER**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x		
	:		
In re	:		Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	:		Case No. 05-44481 (RDD)
Debtors.	:		(Jointly Administered)
	:		
	x		

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C General Unsecured Claims -- 6.50% Notes due 2013, dated July 22, 2003)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the 6.50% Notes due 2013, dated July 22, 2003, of Delphi Corporation (the "Notes"), Class C General Unsecured Claims under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

**If Your Return Envelope Is Addressed To Your Nominee, Please Allow Additional Time For Your Vote
To Be Processed By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class C under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any Notes with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

D

**CLASS C GENERAL UNSECURED CLAIMS
6.50% NOTES DUE 2013, DATED JULY 22, 2003,
BENEFICIAL OWNER
CUSIP 247126 AE 5**

You must vote all of the Notes and any other Class C securities you may hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Class C securities that you own, you must vote all your Class C securities in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your Notes or other Class C securities through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes and Class C securities that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount Of Notes. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following amount (insert amount in box below). **(If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.)**

\$

Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes And Other Class C Securities Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (a) it has not submitted any other Ballots for Notes or other Class C securities held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Notes and other Class C securities for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

Complete This Table Only If You Have Voted Class C Securities Ballots Other Than This Ballot

Name Of Holder ¹	Account Number (If Applicable)	Amount Of Other Class C Securities Voted	Type Of Other Class C Securities Voted ²
1. _____	_____	\$ _____	_____
2. _____	_____	\$ _____	_____
3. _____	_____	\$ _____	_____

¹ Insert your name if the Class C securities are held by you in record name or, if held in street name, insert name of Nominee.

² Insert name or cusip number of other Class C securities.

**CLASS C GENERAL UNSECURED CLAIMS
6.50% NOTES DUE 2013,
DATED JULY 22, 2003
BENEFICIAL OWNER**

Item 4. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the Notes to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the Notes, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the Notes, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS C GENERAL UNSECURED CLAIMS
6.50% NOTES DUE 2013,
DATED JULY 22, 2003
BENEFICIAL OWNER**

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan.

Do not submit Notes with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballots completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the principal amount of your Notes, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with the person or entity and the capacity in which you are signing in the signature block on the Ballot.
- (h) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent, Financial Balloting Group, promptly
at (866) 486-1727.

**CLASS C GENERAL UNSECURED CLAIMS
6.50% NOTES DUE 2013,
DATED JULY 22, 2003
BENEFICIAL OWNER**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
----- x

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C TOPrS Claims -- 8 1/4% Adjustable Rate Junior Subordinated Note, Due 2033)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the 8 1/4% Adjustable Rate Junior Subordinated Notes, Due 2033 (the "TOPrS"), Class C TOPrS Claims under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement, which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

**If Your Return Envelope Is Addressed To Your Nominee, Please Allow Additional Time For Your Vote To Be Processed
By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class C under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any TOPrS with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

E

**CLASS C TOPrS CLAIMS
8 1/4% ADJUSTABLE RATE JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER
CUSIP 247126 AF 2**

You must vote all of the TOPrS and any other Class C securities you may hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Class C securities that you own, you must vote all of your Class C securities in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your TOPrS or other Class C securities through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the TOPrS or other Class C securities that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Amount Of TOPrS. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of TOPrS in the following amount (insert amount in box below). **(If your TOPrS are held by a Nominee on your behalf and you do not know the amount of TOPrS held, please contact your Nominee immediately.)**

--

Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To TOPrS And Other Class C Securities Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (a) it has not submitted any other Ballots for TOPrS or other Class C securities held in other accounts or other record names or (b) it has provided the information specified in the following table for all other TOPrS and other Class C securities for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

**Complete This Table Only If You Have Voted Class C
Securities Ballots Other Than This Ballot**

Name Of Holder ¹	Account Number (If Applicable)	Amount Of Other Class C Securities Voted	Type Of Other Class C Securities Voted ²
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____

¹ Insert your name if the Class C securities are held by you in record name or, if held in street name, insert name of Nominee.

² Insert name or cusip number of other Class C securities.

**CLASS C TOPrS CLAIMS
8 1/4% ADJUSTABLE RATE JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER**

Item 4. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the TOPrS to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the TOPrS, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the TOPrS, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the TOPrS to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of
Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS C TOPrS CLAIMS
8 1/4% ADJUSTABLE RATE JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER**

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their TOPrS, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of TOPrS for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan.

Do not submit TOPrS with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballots completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the amount of your TOPrS, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with the person or entity and the capacity in which you are signing in the signature block on the Ballot.
- (h) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent, Financial Balloting Group, promptly
at (866) 486-1727.

**CLASS C TOPrS CLAIMS
8 1/4% ADJUSTABLE RATE JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C TOPrS Claims -- 6.197% Junior Subordinated Note, Due 2033)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the 6.197% Junior Subordinated Notes, Due 2033 (the "TOPrS"), Class C TOPrS Claims under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement, which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

**If Your Return Envelope Is Addressed To Your Nominee, Please Allow Additional Time For Your Vote To Be Processed
By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class C under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any TOPrS with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

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**CLASS C TOPrS CLAIMS
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER
CUSIP 247126 AG 0**

You must vote all of the TOPrS and any other Class C securities you may hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Class C securities that you own, you must vote all of your Class C securities in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your TOPrS or other Class C securities through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the TOPrS or other Class C securities that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Amount Of TOPrS. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of TOPrS in the following amount (insert amount in box below). **(If your TOPrS are held by a Nominee on your behalf and you do not know the amount of TOPrS held, please contact your Nominee immediately.)**

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Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To TOPrS And Other Class C Securities Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (a) it has not submitted any other Ballots for TOPrS or other Class C securities held in other accounts or other record names or (b) it has provided the information specified in the following table for all other TOPrS and other Class C securities for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

**Complete This Table Only If You Have Voted Class C
Securities Ballots Other Than This Ballot**

Name Of Holder ¹	Account Number (If Applicable)	Amount Of Other Class C Securities Voted	Type Of Other Class C Securities Voted ²
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____

¹ Insert your name if the Class C securities are held by you in record name or, if held in street name, insert name of Nominee.

² Insert name or cusip number of other Class C securities.

**CLASS C TOPrS CLAIMS
6.197% JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER**

Item 4. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the TOPrS to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the TOPrS, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the TOPrS, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the TOPrS to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of
Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS C TOPrS CLAIMS
6.197% JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER**

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their TOPrS, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of TOPrS for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan.

Do not submit TOPrS with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballots completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the amount of your TOPrS, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with the person or entity and the capacity in which you are signing in the signature block of the Ballot.
- (h) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent, Financial Balloting Group, promptly
at (866) 486-1727.

**CLASS C TOPrS CLAIMS
6.197% JUNIOR
SUBORDINATED NOTE, DUE 2033
BENEFICIAL OWNER**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x	:	
In re	:	:	Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	:	:	Case No. 05-44481 (RDD)
Debtors.	:	:	(Jointly Administered)
	:	:	
	x		

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class G-1 Existing Common Stock)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the existing common stock of Delphi Corporation (the "Existing Common Stock"), Class G-1 under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

**If Your Return Envelope Is Addressed To Your Nominee, Please Allow Additional Time For Your Vote To Be Processed
By The Nominee And Voted On A Master Ballot Before The Voting Deadline**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class G-1 under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. If you received a return envelope addressed to your Nominee, please allow sufficient time for your Nominee to process your vote. Do not return any Existing Common Stock with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

G-1

**CLASS G-1 EXISTING COMMON STOCK
OF DELPHI CORPORATION
BENEFICIAL OWNER
CUSIP 247126 10 5**

You must vote all of the Existing Common Stock you hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Existing Common Stock that you own, you must vote all of your Existing Common Stock in the same way (i.e., all "Accepts" or all "Rejects"). If you are an authorized signatory of an eligible Beneficial Owner, then you may execute this Ballot, but you must provide the name and address of the Beneficial Owner on this Ballot and you may be required to submit evidence to the Bankruptcy Court demonstrating your authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your Existing Common Stock through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Existing Common Stock that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Number of Shares Of Existing Common Stock. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Existing Common Stock in the following amount (insert amount in box below). **(If your Existing Common Stock is held by a Nominee on your behalf and you do not know the number of shares held, please contact your Nominee immediately.)**

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Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies that on November 26, 2007 (a) it was the registered or record holder and the Beneficial Owner of the Existing Common Stock to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent, (b) if the Ballot was prevalidated by the Nominee holder, it was the Beneficial Owner of the Existing Common Stock, but not the registered or record holder to which this prevalidated Ballot pertains and is sending this prevalidated Ballot directly to the Securities Voting Agent, or (c) it was the Beneficial Owner of the Existing Common Stock, but not the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Existing Common Stock to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver the Master Ballot to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

**CLASS G-1 EXISTING COMMON STOCK
OF DELPHI CORPORATION
BENEFICIAL OWNER**

FUTURE ELECTION TO RECEIVE FRACTIONAL NEW WARRANTS IN LIEU OF CASH

Please take note that under the Plan, holders of Delphi Existing Common Stock as of the Effective Date will receive the treatment set forth in Article 5.7 of the Plan, which includes, without limitation, the Pro Rata distribution of New Common Stock, Seven-Year Warrants, Six-Month Warrants, and Ten-Year Warrants (the Seven-Year Warrants, Six-Month Warrants, and Ten-Year Warrants, collectively, the "New Warrants"). Pursuant to Article 9.10 of the Plan, fractional shares of New Common Stock and, unless you elect otherwise as described below, fractional New Warrants will be aggregated and sold so that each party, if any, entitled to fractional shares of New Common Stock and/or fractional New Warrants will receive cash. To the extent that you want to receive fractional New Warrants instead of cash, you must do the following:

- (a) By February 11, 2008, you must be a "registered holder" of Delphi Existing Common Stock. If you are holding Delphi Existing Common Stock through a Nominee (i.e., a bank, broker, or other intermediary) then you must contact your Nominee promptly so that you can immediately begin the process to become a "registered holder" by February 11, 2008. The Debtors cannot advise you on how to do this; only your Nominee can provide this information. Accordingly, please do not contact the Solicitation Agent or the Debtors on this matter.
- (b) As soon as reasonably practicable following the Effective Date of the Plan, Delphi will mail to all registered holders of Delphi Existing Common Stock as of February 11, 2008 a notice to facilitate an election to receive fractional New Warrants in lieu of cash. If you are not a registered holder by February 11, 2008, you will not receive this notice and you will not be eligible to make such election. You will, however, receive cash in exchange for your fractional New Warrants.
- (c) Within approximately two weeks (but not less than 10 days) following the mailing of the notice described in (b) above and as will be specifically set forth in such notice, registered holders will be required to make an election in accordance with the instructions set forth in the notice. Failure to make this election on a timely basis will result in the receipt of cash in exchange for your fractional New Warrants.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of interest or (b) an admission by the Debtors of the nature, validity, or amount of any interest. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender certificates representing their Existing Common Stock, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot.

Do not submit Existing Common Stock with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Securities Voting Agent by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the number of shares of your Existing Common Stock, please contact your Nominee immediately.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Read Item 3 carefully.
- (d) Sign and date your Ballot (unless your Ballot has already been signed or "prevalidated" by your Nominee).

**CLASS G-1 EXISTING COMMON STOCK
OF DELPHI CORPORATION
BENEFICIAL OWNER**

- (e) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486-1727, or your broker or Nominee.
- (f) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with that person or entity and the capacity in which you are signing in the signature block of the Ballot.
- (g) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (h) Return your Ballot using the enclosed return envelope.

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent, Financial Balloting Group, promptly
at (866) 486-1727.

**CLASS G-1 EXISTING COMMON STOCK
OF DELPHI CORPORATION
BENEFICIAL OWNER**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make
Any Representation, Other Than What Is Contained In The Materials Mailed With
This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x		
In re	:		Chapter 11
	:		
DELPHI CORPORATION, <u>et al.</u> ,	:		Case No. 05-44481 (RDD)
	:		
Debtors.	:		(Jointly Administered)
	:		
	x		

**BENEFICIAL OWNER/REGISTERED HOLDER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class G-1 Existing Common Stock)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to beneficial owners (the "Beneficial Owners") (which, for purposes of completing this Ballot, also includes entitlement holders under Article 8 of the Uniform Commercial Code) of the existing common stock of Delphi Corporation (the "Existing Common Stock"), Class G-1 under the Plan, for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided
So That It Is Received By
The Voting Deadline Of 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008**

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class G-1 under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will *not* be counted. If you have any questions please call Financial Balloting Group (the "Securities Voting Agent") at (866) 486-1727. Do not return any Existing Common Stock with this Ballot. This Ballot is not a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

REGISTERED

**CLASS G-1 EXISTING COMMON STOCK
OF DELPHI CORPORATION
REGISTERED HOLDER**

You must vote all of the Existing Common Stock you hold to accept or reject the Plan. You may not split your vote. If you are submitting a vote with respect to any Existing Common Stock that you own, you must vote all of your Existing Common Stock in the same way (i.e., all "Accepts" or all "Rejects"). An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating the signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

You may receive multiple mailings containing Ballots, especially if you own your Existing Common Stock through more than one account. You should vote each Ballot that you receive for all of the Existing Common Stock that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Number of Shares Of Existing Common Stock. The undersigned hereby certifies that as of November 26, 2007, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner) of Existing Common Stock in the following amount (insert amount in box below).

--

Item 2. Vote On Plan. (Please check one.)

The undersigned: ☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Authorization. By returning this Ballot, the Beneficial Owner hereby certifies (or the authorized signatory hereby certifies on behalf of the Beneficial Owner, as applicable) that it was on November 26, 2007 the registered or record holder and the Beneficial Owner of the Existing Common Stock to which this Ballot pertains and is sending this Ballot directly to the Securities Voting Agent. The Beneficial Owner further certifies that it has received copies of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth therein.

Name Of Holder: _____
(Print Or Type)

Social Security Or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name Of Signatory: _____
(If Other Than Holder)

Title: _____

Address: _____

Date Signed : _____

FUTURE ELECTION TO RECEIVE FRACTIONAL NEW WARRANTS IN LIEU OF CASH

Please take note that under the Plan, holders of Delphi Existing Common Stock as of the Effective Date will receive the treatment set forth in Article 5.7 of the Plan, which includes, without limitation, the Pro Rata distribution of New Common Stock, Seven-Year Warrants, Six-Month Warrants, and Ten-Year Warrants (the Seven-Year Warrants, Six-Month Warrants, and Ten-Year Warrants, collectively, the "New Warrants"). Pursuant to Article 9.10 of the Plan, fractional shares of New Common Stock and, unless you elect otherwise as described below, fractional New Warrants will be aggregated and sold so that each party, if any, entitled to fractional shares of New Common Stock and/or fractional New Warrants will receive cash. To the extent that you want to receive fractional New Warrants instead of cash, you must do the following:

- (a) As soon as reasonably practicable following the Effective Date of the Plan, Delphi will mail to all registered holders of Delphi Existing Common Stock as of February 11, 2008 a notice to facilitate an election to receive fractional New Warrants in lieu of cash. Those parties who are not registered holders as of February 11, 2008 will not receive the foregoing notice and will not be eligible to make such election.
- (b) Within approximately two weeks (but not less than 10 days) following the mailing of the notice described in (a) above and as will be specifically set forth in such notice, registered holders will be required to make an election in accordance with the instructions set forth in the notice. Failure to make this election on a timely basis will result in the receipt of cash in exchange for your fractional New Warrants.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, shareholders, and certain other creditors on their proposed Plan, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and *will not* be deemed to constitute (a) a proof of interest or (b) an admission by the Debtors of the nature, validity, or amount of any interest. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender certificates representing their Existing Common Stock, and neither the Debtors nor the Securities Voting Agent will accept delivery of any certificates surrendered with this Ballot.

Do not submit Existing Common Stock with this Ballot.

To ensure your vote is counted, you must complete, sign, and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope. **Unsigned Ballots will not be counted.** Ballots must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, by 7:00 p.m. (prevailing Eastern time) on January 11, 2008 (the "Voting Deadline"). **If a Ballot is received after the Voting Deadline, it will not be counted.** Except as otherwise provided herein, the delivery of a Ballot will be deemed made only when the original executed Ballot is actually received by the Securities Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Securities Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.** No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

A vote to accept the Plan constitutes your consent to the release of the parties specified in Article 11.5 of the Plan.

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the number of shares of your Existing Common Stock, please refer to the back page of the Ballot for the number of shares.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted to accept or reject the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.
- (c) Read Item 3 carefully.
- (d) Sign and date your Ballot.
- (e) If you believe that you have received the wrong Ballot, please contact immediately the Securities Voting Agent, Financial Balloting Group, at (866) 486 1727.
- (f) If you are completing this Ballot on behalf of another person or entity, indicate your relationship in the signature block on the Ballot with that person or entity and the capacity in which you are signing.
- (g) Provide your name and mailing address if (i) different from the printed address that appears on the Ballot or (ii) no pre-printed address appears on the Ballot.
- (h) Return your Ballot using the enclosed return envelope.

**CLASS G-1 EXISTING COMMON STOCK
OF DELPHI CORPORATION
REGISTERED HOLDER**

Please Mail Your Ballot Promptly!

If you have any questions regarding this Ballot or the voting procedures,
Please contact the Securities Voting Agent promptly:

Financial Balloting Group
757 Third Avenue, 3rd Floor
New York, NY 10017
(866) 486-1727

**CLASS G-1 EXISTING COMMON STOCK
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